

B-W Credit Corporation

ONE IBM PLAZA, CHICAGO, ILLINOIS 60611

1-068A096

No.

MAR 9 1981

Date.....
Fee \$ **10.00**

ICC Washington, D. C.

TELEPHONE (312) 329-6500

February 20, 1981

RECORDATION NO. **8202-C** FILE 1425

MAR 9 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for recordation in accordance with the provisions of 49 C.F.R. §1116, are an original and two counterparts of the amendment to the equipment lease agreement, sublease and assignment of sublease and agreement between B-W Credit Corporation, the United States Railway Leasing Company, and the Chicago, Milwaukee, St. Paul and Pacific. Also enclosed is the \$10 filing fee for recordation of the amendment.

The lease, sublease and assignment were recorded at the Commission on February 2, 1976 at 11:50 a.m. and were assigned recordation numbers 8202, 8202-A and 8202-B. This amendment merely reflects the change in the corporate name of the lessee from United States Railway Leasing Company to Evans Car Leasing Company.

The parties to the transactions are:

Lessor: B-W Credit Corporation
One IBM Plaza
Chicago, Illinois 60611

Lessee: Evans Products Company
The East Tower
2550 Golf Road
Rolling Meadows, Illinois 60008

Sublessee: Chicago, Milwaukee, St. Paul &
Pacific Railroad Company
Union Station
516 W. Jackson Boulevard
Chicago, Illinois 60606

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I.C.C.
FEE OPERATION BR.

Consent to Record
Quinn

The equipment covered by this amendment is the same equipment covered in the original lease, sublease and assignment.

This amendment makes no substantive change in the previously filed agreements. The commission has been previously notified of the lessee's change of corporate name, and this amendment is being filed to obtain documentation for our files of the official change in the Commission's records.

Sincerely,



R. J. Boyle
President

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

R. J. Doyle
B-W Credit Corporation
One IBM Plaza
Chicago, Illinois 60611

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/9/81 at 11:45AM, and assigned recordation number(s). 8202-C

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

AMENDMENT TO LEASE, SUBLEASE, AND ASSIGNMENT

RECORDATION NO. 8202-C
MAR 9 - 1981 - 11 42 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT to Lease, Sublease, and Assignment dated this 15th day of December, 1980, by and between B-W CREDIT CORPORATION, a Delaware Corporation (hereinafter called "Lessor"), UNITED STATES RAILWAY LEASING COMPANY, an Illinois Corporation (hereinafter called "Lessee"), and RICHARD B. OGILVIE TRUSTEE OF THE PROPERTY OF THE CHICAGO MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, a Wisconsin Corporation (hereinafter called "Debtor").

W I T N E S S E T H:

WHEREAS, on January 1, 1976, Lessor and Lessee entered into a certain Equipment Lease Agreement ("Lease") whereby Lessee agreed to lease certain new coil steel railroad cars with lift-off cover; and

WHEREAS, said Lease was recorded with the Interstate Commerce Commission on February 2, 1976, as Recordation number 8202; and

WHEREAS, as part of the same transaction, Lessee subleased said railroad cars to Debtor and thereafter assigned the Sublease to Lessor ("Assignment"), which Sublease and Assignment were filed and recorded with the Interstate Commerce Commission on February 2, 1976, and given the respective Recordation numbers of 8202-A and 8202-B; and

WHEREAS, on December 19, 1979, Debtor filed a petition for reorganization under Section 77b of the Bankruptcy Act in the United States District Court for the Northern District of Illinois, Eastern Division (No. 77B8999), and Richard B. Ogilvie has been duly appointed in those reorganization proceedings as the Trustee of the property of the Debtor; and

WHEREAS, Lessee changed its corporate name from UNITED STATES RAILWAY LEASING COMPANY TO EVANS RAILCAR LEASING COMPANY effective July 31, 1980; and

WHEREAS, the parties hereto now desire to amend the aforementioned lease to reflect the aforesaid name change;

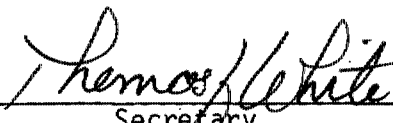
NOW, THEREFORE, the parties hereto agree as follows:

1. The Lease, Sublease, and Assignment are hereby amended such that all references to the name UNITED STATES RAILWAY LEASING COMPANY are hereby deleted, and the name EVANS RAILCAR LEASING COMPANY is inserted in lieu thereof.
2. In all other respects the aforesaid documents shall remain unchanged.

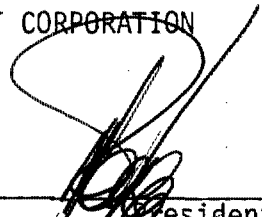
IN WITNESS WHEREOF, the parties hereto have signed this agreement the day and year first above written.

(Corporate Seal)
ATTEST:

B-W CREDIT CORPORATION



Secretary



President

(Corporate Seal)
ATTEST:

EVANS RAILCAR LEASING COMPANY




Asst. Secretary

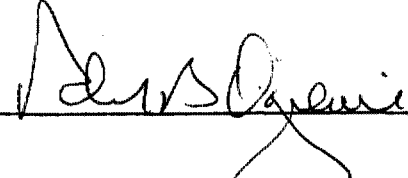


Vice President

WITNESS:

RICHARD B. OGILVIE, TRUSTEE OF CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD CO.





STATE OF ILLINOIS)
)
COUNTY OF COOK) ss.
)

On this 10th day of February, 1981, before me personally appeared Paul L. Leak and Thomas L. Schoenbeck, to me personally known, who being by me duly sworn, say that they are respectively the Vice President and Assistant Secretary of Evans Railcar Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notarial Seal

Rita M. Kute
Notary Public

June 13, 1983
My Commission Expires

STATE OF ILLINOIS)
COUNTY OF COOK) ss.

On this 10th day of February, 1981, before me personally appeared Richard B. Ogilvie, to me personally known, who being by me duly sworn, say that he is the Trustee of the Property of the Chicago, Milwaukee, St. Paul and Pacific Railroad Co., and he acknowledged that the execution of the foregoing instrument was his free act and deed.

Notarial Seal

Joanne H. Easton
Notary Public

July 24, 1982

My Commission Expires

STATE OF ILLINOIS

COUNTY OF COOK

ss.

On this 20th day of February, 1981, before me personally appeared R. J. Doyle and Thomas F. White, to me personally known, who being by me duly sworn, say that they are, respectively the President and Secretary of B-W Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said corporation was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notarial Seal

Meris Kelly Faron
Notary Public

April 14, 1985
My commission expires